

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

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In re:

CELL-NIQUE CORPORATION,

Case Number: 24-10508-1  
Chapter 11

Debtor.

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**DECLARATION IN SUPPORT OF DEBTOR'S**  
**APPLICATION TO EMPLOYMENT OF ATTORNEYS**

PETER A. PASTORE, ESQ., pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury that:

1. I am an attorney admitted to practice in the State of New York and the Northern District of New York and am a shareholder of the law firm of O'Connell and Aronowitz, P.C., 54 State Street, Albany, New York 12207. I make this declaration in support of the application of the Debtor to retain and employ O'Connell and Aronowitz, P.C. ("O&A") in these proceedings. A proposed Order is attached.

2. My work as an attorney with the law firm of O&A is concentrated heavily in the area of bankruptcy, litigation and commercial law.

3. In July of 2022, O&A was contacted by the Debtor and its affiliates to provide consultation and professional legal services in regard to certain lawsuits, commercial law issues and a potential work out with its creditors or possibly a sale to a private equity firm or a Chapter 11 bankruptcy petition.

4. The Debtor sought to retain O&A because of the firm's familiarity with and expertise in commercial matters, work outs, asset purchase agreements and bankruptcy practice in the United States Bankruptcy Court for the Northern District of New York.

5. The Debtor filed a Chapter 11 petition on August 10, 2023. The case was eventually dismissed by an Order of the Court dated April 19, 2024. In order to save and continue the business, the Debtor filed a second petition on May 9, 2024. O&A is not a creditor as it received payment for its prior work in the dismissed case at a greatly reduced rate.

6. In this Chapter 11 case, O&A will perform the following services for the Debtor:

- a) Assist in the preparing and filing with the U.S. Bankruptcy Court and the Office of the U.S. Trustee all schedules and statements required by the Court Bankruptcy Rules, the Bankruptcy Code and the United States Trustee; represent the Debtor at all meetings of creditors and assist the Debtor in all of its post-petition activities and business with its employees, secured creditors and unsecured creditors.
- b) Assist in the consummation of an agreement for the sale of substantially all of the business assets of the debtor, including preparation of an 11 U.S.C. § 363 sale motion should an appropriate sale materialize.
- c) Assist in procuring and documenting post-petition adequate protection and lending from Debtor's secured lender and post-petition lender.
- d) Assist in the preparation of a disclosure statement and Chapter 11 plan of reorganization; to assist in the protection of the Debtor's interest in executory contracts and/or leases; to defend any motions to lift stay and other ancillary motions necessary within the context of the Chapter 11 proceedings; and otherwise represent the Debtor's interest in any and all other related proceedings during the course of the Debtor's Chapter 11 case.

7. O&A has only received a filing fee from this case totaling \$1,738, which was paid to the Clerk of this Court to commence this case.

8. O&A has not sent an invoice to Debtor for services rendered and therefore reserves its right to seek approval of payment for such services from this Court. O&A has not received a retainer sum for its services to be rendered.

9. O&A has no connection with Cell-Nique, the above-named Debtor, its creditors, or any other party-in-interest herein, except that the firm represents said Debtor in this case and has represented it and affiliated corporations in legal matters prior to the bankruptcy petition herein. O&A has also represented Debtor's principal in certain litigation in which Mr. Ratner was named as a guarantor in pre-petition, state court litigation. Pursuant to 11 U.S.C. § 327, we do not believe our representation of the Debtor herein will pose a conflict-of-interest issue.

10. O&A represents no interest adverse to the Debtor, the debtor-in-possession herein, or its estate in the matters upon which it is to be engaged.

11. O&A is a disinterested person as that term is defined by 11 U.S.S.C § 101(14).

WHEREFORE, based on the foregoing, Deponent respectfully requests an order of this Court as follows:

A. Approving the employment of O'Connell and Aronowitz, P.C., as counsel to the Debtor as of the date of the filing of the Chapter 11 petition herein, to be compensated upon appropriate application to this Court; and

B. Such other and further relief as this Court may deem just and proper.

Dated: June 4, 2024

O'CONNELL AND ARONOWITZ, P.C.

By:



Peter A. Pastore, Esq.